



U.S. Application No.	Filing Date	Assignment Reel/Frame/Date	Attorney Docket No.
10/074,584	02/12/02	012885/0218 – 05/10/02	G08.018
10/278,380	10/23/02	013366/0400 – 01/17/03	G08.031/U
10/135,623	04/30/02	013060/0378 – 07/08/02	G08.034
10/459,655	06/11/03	013855/0621 – 08/06/03	G08.035/U
09/772,427	01/30/01	012113/0790 – 08/27/01	G08.081
09/812,627	03/20/01	012127/0035 – 08/27/01	G08.124
09/812,628	03/20/01	012113/0809 – 08/27/01	G08.126
09/825,470	04/02/01	012077/0840 – 08/27/01	G08.127
09/919,413	07/31/01	012207/0983 – 09/28/01	G08.128
10/801,438	03/15/04	014866/0856 – 07/19/04	G08.129/U
10/775,868	02/10/04	014689/0566 – 06/04/04	G08.130/U
10/304,909	11/26/02	013643/0827 – 05/12/03	G08.131/U
10/263,430	10/02/02	N/A	G08.132
10/730,224	12/08/03	014470/0012 – 09/29/04	G08.133/U
09/974,212	10/09/01	013676/0943 – 05/23/03	G08.134
10/464,168	06/17/03	013869/0524 – 08/12/03	G08.135/U
10/021,124	10/30/01	012880/0938 – 05/07/02	G08.136
10/385,557	03/11/03	013855/0612 – 08/06/03	G08.137
10/313,202	12/06/02	013388/0087 – 01/27/03	G08.138/U
10/456,000	06/06/03	013869/0646 – 08/13/03	G08.139/U
10/463,918	06/18/03	013946/0070 – 09/05/03	G08.140/U
10/633,080	08/01/03	014121/0807 – 11/12/03	G08.141/U
10/626,683	07/24/03	014237/0447 – 01/06/04	G08.142/U
10/465,435	06/19/03	013918/0588 – 08/27/03	G08.143/U
10/459,258	06/11/03	013918/0025 – 08/26/03	G08.144/U
10/625,049	07/22/03	014237/0328 – 01/06/04	G08.145/U
10/713,421	11/14/03	014414/0591 – 03/10/04	G08.146/U
10/801,238	03/15/04	015206/0383 – 10/01/04	G08.147/U
10/464,601	06/18/03	013855/0490 – 08/05/03	G08.148/U
10/737,217	12/15/03	014569/0368 – 04/27/04	G08.150/U
09/723,694	11/28/00	011918/0135 – 06/12/01	G08.151/U
09/724,075	11/28/00	011917/0700 – 03/12/01	G08.155

(3) I hereby appoint the following attorney(s) and/or agent(s) to prosecute these applications and transact all business in the Patent and Trademark Office connected therewith:

**PTO Customer Number 28062**

Patrick J. Buckley (Reg. No. 40,928);  
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 Richard S. Finkelstein (Reg. No. 56,534);

Applicant: Goldman, Sachs & Co.

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Respectfully submitted,



GOLDMAN, SACHS & CO.

  
\_\_\_\_\_  
Gregory K. Palm  
Managing Director

10/5/06

Date

THE GOLDMAN, SACHS & CO. L.L.C.

Assistant Secretary's Certificate

I, JULIE M. ABRAHAM, an Assistant Secretary of The Goldman, Sachs & Co. L.L.C. (the "Company"), a Delaware limited liability company and a general partner of Goldman, Sachs & Co., a New York limited partnership, hereby certify that:

(a) Attached hereto as Annex A is a true copy of a resolution duly adopted by the members of the Company by written action as of November 30, 1996 granting the Chief Executive Officer of the Company the power, from time to time, to name persons as Managing Directors of Goldman, Sachs & Co.; such resolution has not been amended, modified or rescinded, remains in full force and effect and is the only such resolution adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of Managing Directors of Goldman, Sachs & Co.; and

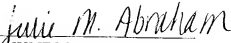
(b) Attached hereto as Annex B is a true copy of the appointment and delegation of authority, dated as of July 25, 2006 executed by the Chief Executive Officer of the Company and naming the persons listed thereon as Managing Directors of Goldman, Sachs & Co. and delegating to such persons the power to carry out the business of Goldman, Sachs & Co.; such appointment and delegation of authority has not been amended, modified or rescinded and remains in full force and effect; and

(c) Attached hereto as Annex C is a true copy of resolutions duly adopted by the Directors of the Company appointing each person named in such resolutions as an officer or authorized person of the Company in the capacity set forth therein; such resolutions have not been amended, modified or rescinded, remain in full force and effect and are the only such resolutions adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of officers or authorized persons of the Company which are in full force and effect.

(d) Attached hereto as Annex D is a true copy of Article I, Paragraph 1 of Goldman, Sachs & Co.'s Memorandum of Agreement, amended and restated as of November 30, 1996, as amended, which remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: September 11, 2006

  
Name: JULIE M. ABRAHAM  
Title: Assistant Secretary

ANNEX A

Resolution of the Members of  
The Goldman, Sachs & Co. L.L.C.  
Adopted by Written Action  
as of November 30, 1996

The following resolution was adopted by the members of The Goldman, Sachs & Co. L.L.C. (the "Company") by written action as of November 30, 1996:

FURTHER RESOLVED, that the Chief Executive Officer of the Company shall have the power, from time to time, as such Chief Executive Officer shall deem appropriate for the purposes of carrying out the business of Goldman, Sachs & Co., to name persons as Managing Directors of Goldman, Sachs & Co.

Annex B

Appointment and Delegation of Authority

The undersigned, Lloyd C. Blankfein, the Chief Executive Officer of The Goldman, Sachs & Co. L.L.C., a Delaware limited liability company (the "Company") and a general partner of Goldman, Sachs & Co., a New York limited partnership, pursuant to the resolutions of the members of the Company adopted as of November 30, 1996, does hereby:

- (i) name each person listed on Exhibit A hereto as a Managing Director of Goldman, Sachs & Co. to hold office for so long as such person is an employee of Goldman, Sachs & Co. or an affiliate thereof or until removed by an appointment and delegation of authority of the duly appointed Chief Executive Officer of the Company that supersedes this appointment and delegation of authority or until such person's resignation; and
- (ii) delegate to each such person while a Managing Director the power to carry out the business of Goldman, Sachs & Co.

This Appointment and Delegation of Authority supersedes all prior Appointments and Delegations of Authority.

IN WITNESS WHEREOF, Lloyd C. Blankfein has caused this appointment and delegation of authority to be delivered on the date indicated below.

Dated: July 25, 2006

  
 Name: Lloyd C. Blankfein  
 Title: Chief Executive Officer

EXHIBIT A  
(7/25/06)

Managing Directors of Goldman, Sachs & Co.

Paul R. Aaron  
Peter C. Aberg  
Hilary E. Ackermann  
Charles F. Adams  
Jeffrey D. Adams  
Ben I. Adler  
Nick S. Advani  
Gregory A. Agran  
Raanan A. Agus  
Andrew W. Alford  
Analisa M. Allen  
Thomas K. Amster  
Elizabeth D. Anderson  
William D. Anderson, Jr.  
John G. Andrews  
Douglas M. Angstrom  
Lori B. Appelbaum  
William W. Archer  
Philip S. Armstrong  
Lori H. Arndt  
Rachel Ascher  
Armen A. Avanesians  
Dean C. Backer  
Charles Baillie  
Dolores S. Barnford  
William J. Bannon  
Benjamin C. Barber  
Jeffrey D. Barnett  
Scott B. Barringer  
Steven M. Barry  
Stacy Bash-Polley  
Jonathan A. Beinert  
Janet L. Bell  
Stephanie K. Bell-Rose  
Jordan M. Bender  
Tracy E. Benford  
Slim C. Bentami  
Susan M. Benz  
Kenneth T. Berents  
Michael G. Berini

Milton R. Berlinski  
Andrew S. Berman  
Frances R. Bermanzohn  
Stuart N. Bernstein  
Robert A. Berry  
John D. Bertuzzi  
Elizabeth E. Beshel  
Gaurav Bhandari  
Leslie A. Biddle  
Lloyd C. Blankfein  
Vivek Bohra  
David R. Boles  
Marjorie Boliscar  
Ralane F. Bonq  
Douglas L. Borden  
J. Theodore Borter  
Susan G. Bowers  
John E. Bowman III  
Mairtin Brady  
Lester R. Brafman  
Michael J. Brandmeyer  
Thomas C. Brasco  
Andrew I. Braun  
Alan J. Brazil  
Anne P. Brennan  
John J. Breyo  
Timothy J. Bridges  
Tony M. Brincy  
Patrick T. Briody  
Samuel S. Britton  
Craig W. Broderick  
Clifford V. Brokaw IV  
Adam J. Brooks  
Russell A. Broome  
Torrey J. Browder  
Cynthia A. Brower  
Derek T. Brown  
Melissa R. Brown  
Samantha R. Brown  
Nancy D. Browne

Peter D. Brundage  
 Steve M. Bunkin  
 Steven M. Bunson  
 Mark J. Buono  
 Elizabeth M. Burban  
 Randall S. Burkert  
 Joseph M. Busuttill  
 George H. Butcher III  
 Edin Buturovic  
 Jason G. Calully  
 Anthony Cammarata, Jr.  
 Gerald J. Cardinale  
 Gregory B. Carey  
 Mark M. Carhart  
 David C. Carlbach  
 Valentino D. Carlotti  
 Margarite A. Carmody  
 Anthony H. Carpet  
 Michael J. Carr  
 Mark Carroll  
 Chris Casciato  
 Christopher L. Castello  
 John W. Cembrook  
 Eduardo Centola  
 Robert J. Ceremak, Jr.  
 Amy L. Chasen  
 Martin R. Chavez  
 Andrew A. Chisholm  
 W. Reed Chisholm II  
 Thomas V. Cholnoky  
 Robert J. Christie  
 John Chrysikopoulos  
 Jane P. Chwick  
 James B. Clark  
 Kent A. Clark  
 Kelly C. Coffey  
 Abby Joseph Cohen  
 Alan M. Cohen  
 Gary D. Cohn  
 Christopher A. Cole  
 Timothy J. Cole  
 Scott Coleman  
 Denis P. Coleman III  
 Marcus R. Colwell  
 Peter H. Comisar  
 Laura C. Conigliaro

Thomas V. Conigliaro  
 William J. Conley, Jr.  
 Thomas G. Connolly  
 Frank T. Connor  
 Ian C. Connor  
 Linnea K. Conrad  
 Edith W. Cooper  
 Kenneth W. Coquillette  
 Colin J. Corgan  
 Thomas W. Cornacchia  
 Henry Cornell  
 E. Gerald Corrigan  
 Ann S. Costello  
 Frank L. Coulson, Jr.  
 James V. Covello  
 Randolph L. Cowen  
 Brahm S. Cramer  
 Michael J. Crinieri  
 Michael L. Crowl  
 John W. Curtis  
 Linda S. Daines  
 Paul B. Daitz  
 Jeffrey F. Daly  
 John S. Daly  
 Stephen D. Daniel  
 Kent D. Danicl  
 Frederick C. Darling  
 Matthew S. Darnall  
 David H. Dase  
 Michael C. Dawley  
 Giorgio De Santis  
 Bradley S. DeFoor  
 Mark F. Dehnert  
 James Del Favero  
 Thomas F. Dempsey  
 Mark E. DeNatale  
 Armando A. Diaz  
 Ahmad B. Dik  
 Joseph P. DiSabato  
 Michele I. Docharty  
 Albert F. Dombrowski  
 Katinka I. Domotorffy  
 Suzanne O. Donohoe  
 James H. Donovan  
 Jana Hale Doty  
 Keith Douglas



Thomas M. Dowling  
 Daniel A. Dreyfus  
 Donald J. Duct  
 Brian J. Duffy  
 Brian F. Duggan  
 Karlo J. Duvnjak  
 Jay S. Dweck  
 Michael L. Dweck  
 Kirsten A. Dzialga  
 Todd B. Eagle  
 David C. Earling  
 Seaborn S. Eastland  
 Kenneth M. Eberts III  
 Paul S. Efron  
 Herbert E. Ehlers  
 Robert K. Ehdin  
 John E. Eisenberg  
 David P. Eisman  
 Gregory H. Ekizian  
 Kathy G. Elsesser  
 Glenn D. Engel  
 Katherine B. Enquist  
 Earl S. Enzer  
 James P. Esposito  
 Michael P. Esposito  
 Bruce J. Evans  
 Mark Evans  
 William J. Fallon  
 Jess T. Fardella  
 Elizabeth C. Fascitelli  
 Matthew J. Fassler  
 Jeffrey F. Fastov  
 Nigel K. Faulkner  
 Regina M. Feeney  
 Norman Feit  
 Stephan J. Feldgolse  
 Steven M. Feldman  
 Patrick J. Fels  
 Laurie R. Ferber  
 Jose M. Fernandez  
 Gail S. Fierstein  
 Gregory A. Finck  
 Samuel W. Finkelstein  
 Peter E. Finn  
 Howard Fisher  
 David A. Fishman

David L. Fishman  
 James A. Fitzpatrick  
 Mark B. Flodian  
 Elisabeth Pontenelli  
 Elizabeth J. Ford  
 Silverio Foresi  
 Edward C. Forst  
 Colleen A. Foster  
 Linda M. Fox  
 Oliver L. Frankel  
 Jeffrey S. Frase  
 Orit P. Freedman  
 Barry J. Friedman  
 Richard A. Friedman  
 Thomas G. Fruge  
 Robert K. Frumkes  
 C. Douglas Fuge  
 Timothy T. Furey  
 Dino Fusco  
 Enrico S. Gaglioti  
 Timur F. Galen  
 Sean J. Gallagher  
 Ivan C. Gallegos Rivas  
 Kristin Priesce Gannon  
 Guillermo Garcia  
 Kevin S. Gasvoda  
 Richard A. Genna  
 Paul E. Germain  
 Kenneth K. Gershenfeld  
 Scott A. Gieselman  
 Gary T. Giglio  
 H. John Gilbertson, Jr.  
 Michelle Gill  
 Nicholas G. Giordano  
 Joseph H. Gieberman  
 Alicia K. Glen  
 Nancy S. Gloor  
 Justin G. Omelich  
 Jeffrey B. Goldenberg  
 Rachel C. Golder  
 Court E. Golumbic  
 James Gomez  
 Gregg A. Gonsalves  
 Francisco X. Gonzalez  
 Larry J. Goodwin  
 Andrew M. Gordon

Robert D. Gottlieb  
Gregory M. Gould  
Maria M. Grant  
Eldridge F. Gray  
Michael J. Graziano  
David J. Greenwald  
Peter W. Grieve  
Michael J. Grimaldi  
Peter Gross  
Kevin J. Guidotti  
Arun M. Gunewardena  
Celeste A. Guth  
Vladimir M. Gutin  
Jason R. Haas  
John D. Haase  
Edward G. Hadden  
Erol Hakanoglu  
Thomas E. Halverson  
Elizabeth M. Hammack  
Mark K. Hancock  
Mary L. Harmon  
Roger C. Harper  
A. John Hass  
Jan Hatzius  
Edward A. Hazel  
Douglas C. Heidt  
David B. Heller  
William L. Hemphill  
David P. Hennessy  
Peter C. Herbert  
Bruce A. Heyman  
Stephcn P. Hickey  
McIna E. Higgins  
Joanne M. Hill  
Nigel R. Hill  
Donald W. Himpele  
Kenneth L. Hirsch  
Kenneth W. Hitchner  
Maykin Ho  
Timothy E. Hodgson  
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Mark Howard-Johnson  
Leo Z. Huang  
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Andrew J. Jonas  
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Robert C. Jones  
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 Suzanne Nora Johnson  
 Craig J. Nossel  
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 Michael I. November  
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 Tosa Ogborno  
 L. Peter O'Hagan  
 Timothy J. O'Neill  
 Timothy J. O'Reilly  
 San W. Orr III  
 Sarah Orsay  
 Peter J. Ort  
 James B. Otness  
 Todd G. Owens  
 Robert J. Pace  
 Craig William Packer  
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 Lisa L. Parisi  
 Geoffrey M. Parker  
 Alfredo J. Pastro  
 Robert D. Patch

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Arthur J. Peponis  
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Mark Perwien  
Bruce B. Petersen  
David B. Philip  
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Stephen R. Pierce  
Louis Piliego  
Steven M. Pinkos  
Louise Pitt  
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Cameron P. Poetzsch  
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Michael J. Poulter  
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Lora J. Price  
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Andrew F. Pyne  
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B. Andrew Rabin  
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Lorin P. Radtke  
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Sara E. Recktenwald  
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J. Michael Sanders  
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Josephine Seesney  
Susan J. Scher  
Gary B. Schermhorn  
Stephen M. Scherr  
Clare R. Scherrer  
Howard B. Schiller  
Clifford D. Schlesinger  
Vivian C. Schneek-Last  
Lars H. Schonander  
Jeffrey W. Schroeder  
Matthew L. Schroeder  
Eric S. Schwartz  
Harvey M. Schwartz  
Thomas M. Schwartz  
David A. Schwimmer  
Paul D. Scialla  
Peter E. Scialla  
Steven M. Scoppellito  
John A. Sebastian  
David D. Seebear  
Lewis M. Seegal  
Peter A. Seibold

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 Mark D. Shattan  
 John P. Shaughnessy  
 John W. Shearburn  
 Daniel M. Shefter  
 David G. Shell  
 Heather K. Shemilt  
 Richard G. Sherlund  
 Adam Sherman  
 David A. Shiffman  
 Abraham Shua  
 Keith A. Shultis  
 Michael H. Siegel  
 Ralph J. Silva  
 Harry Silver  
 Howard A. Silverstein  
 Victor R. Simone, Jr.  
 David T. Simons  
 Michael L. Simpson  
 Ravi M. Singh  
 Ravi Sinha  
 Barry Sklar  
 Jeffrey S. Sloan  
 Marshall Smith  
 Michael M. Smith  
 Sarah F. Smith  
 Norborne G. Smith III  
 John E. Smollen  
 Jonathan S. Sobel  
 Pekka L. Soininen  
 David M. Solomon  
 David Z. Solomon  
 Judah C. Sommer  
 Vickie C. South  
 Daniel L. Sparks  
 Nicholas J. Spencer  
 Peter F. Spies  
 Marc A. Spilker  
 Robert C. Spofford  
 James Sprayregen  
 Joseph P. Squeri  
 Alec P. Stais  
 Esia E. Stecher  
 Laurence Stein

Thomas J. Stein  
 Chase O. Stevenson  
 Richard J. Stingi  
 Raymond S. Stolz  
 John D. Storey  
 Raymond B. Strong III  
 Steven II. Strongin  
 Randolph A. Stuzin  
 Krishnamurthy Sudarshan  
 Christopher P. Sullivan  
 Patrick Sullivan  
 Ram K. Sundaram  
 Richard J. Sussman  
 Damian E. Sutcliffe  
 Gary J. Sveva  
 Robert J. Sweeney  
 Michael J. Swenson  
 Gene T. Sykes  
 Adam L. Tactile  
 Thomas P. Takacs  
 Massimo Tassan-Solet  
 Eric N. Tavel  
 Teresa A. Teague  
 Greg W. Tebbe  
 Thomas D. Teles  
 David H. Tenney  
 Mark R. Tercek  
 Pawan Tewari  
 Cory W. Thackcray  
 Peter K. Tomozawa  
 Brian J. Toolan  
 John D. Tracy  
 Terrence P. Travis  
 Stephen S. Trevor  
 Byron D. Trott  
 Michael A. Troy  
 Donald J. Truesdale  
 Irene Y. Tse  
 Thomas E. Tuft  
 Greg A. Tusar  
 Robert Uhl  
 Suzette M. Unger  
 Kaysie P. Unlacke  
 Damian J. Valentino  
 Lucas van Praag  
 Ashok Varadhan

Philip J. Venables  
Paul E. Vigilante  
Robin A. Vince  
David A. Viniar  
Andrea A. Vittorelli  
Alejandro Vollbrecht-Hausen  
Thomas A. Wagner  
John E. Waldron  
Paul Walker  
Robert P. Wall  
Theodore T. Wang  
Alan S. Waxman  
David M. Weil  
John S. Weinberg  
John C. Weingart  
Gregg S. Weinstein  
Scott R. Weinstein  
Richard A. Weissmann  
George W. Welde, Jr.  
Eileen M. White  
Elisha Wiesel  
C. Howard Wietschner  
David D. Wildermuth  
Edward R. Wilkinson  
Oliver C. Will  
Kevin L. Willens  
Susan A. Willetts  
Todd A. Williams  
John S. Willian  
Dominic A. Wilson  
Kendrick R. Wilson III  
Joel M. Wine  
Kurt D. Winkelmann  
Jon Winkelried  
Michael S. Wishart  
Melinda B. Wolfe  
Tracy R. Wolstencroft  
Jon A. Woodruff  
Anne Yang-Dwyer  
W. Thomas York, Jr.  
Thomas G. Young  
Peter J. Zangari  
Gregory Zenna  
Joan H. Zief  
Lauren J. Zucker

Annex C

**THE GOLDMAN, SACHS & CO. L.L.C.****Written Consent of Directors**

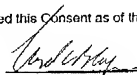
The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

  
Lloyd C. Blankfein

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

\_\_\_\_\_  
John S. Weinberg

\_\_\_\_\_  
Jon Winkelried



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Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

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---

Lloyd C. Blankfein



---

Gary D. Cohn

---

Suzanne Nora Johnson

---

John S. Weinberg

---

Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**

**Written Consent of Directors**

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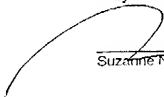
**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

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Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

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Gary D. Cohn

  
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Suzanne Nora Johnson

\_\_\_\_\_  
John S. Weinberg

\_\_\_\_\_  
Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**

**Written Consent of Directors**

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**RESOLVED**, that Lloyd C. Blankfoin is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

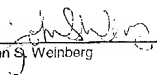
Lloyd C. Blankfoin	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

\_\_\_\_\_  
Lloyd C. Blankfoin

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

  
\_\_\_\_\_  
John S. Weinberg

\_\_\_\_\_  
Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**

**Written Consent of Directors**

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**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

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Lloyd C. Blankfein

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

\_\_\_\_\_  
John S. Weinberg

  
\_\_\_\_\_  
Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**  
**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

**RESOLVED**, that the following person(s) is/are elected to hold the office(s) of the Company set forth opposite his/her/their respective name(s) from the date hereof until his/her/their successor(s) is/are elected and qualified or until his/her/their earlier resignation or removal or until such person(s) ceases to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such power and duties in the management of the Company as generally pertain to their respective offices, and that all persons previously elected as officers of the Company are hereby removed as officers of the Company:

Henry M. Paulson, Jr.	Chairman
Suzanne M. Nora Johnson	Vice Chairman
Lloyd C. Blankfein	President
Henry M. Paulson, Jr.	Chief Executive Officer
Lloyd C. Blankfein	Chief Operating Officer
David A. Viniar	Chief Financial Officer
David A. Viniar	Executive Vice President
Gregory K. Palm	Secretary
Está E. Stecher	Secretary
Elizabeth E. Beshel	Treasurer
Julie Abraham	Assistant Secretary
Matthew Furman	Assistant Secretary
Kenneth L. Josselyn	Assistant Secretary
Matthew E. Tropp	Assistant Secretary
Steven M. Bunson	Assistant Treasurer
Amol S. Naik	Assistant Treasurer

Gregory K. Palm

General Counsel

Estia E. Stecher

General Counsel

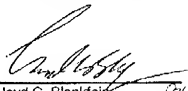
Frances R. Bermanzohn

Deputy General Counsel

Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

  
Lloyd C. Blankfeld *CLB*

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Suzanne M. Nora Johnson

---

Henry M. Paulson, Jr.

Gregory K. Palm

General Counsel

Esta E. Stecher

General Counsel

Frances R. Bermanzohn

Deputy General Counsel

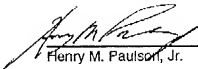
Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

\_\_\_\_\_  
Lloyd C. Blankfein

\_\_\_\_\_  
Suzanne M. Nora Johnson

  
\_\_\_\_\_  
Henry M. Paulson, Jr.

ANNEX D

**ARTICLE I**

**General Provisions**

1. *General.* The partnership name shall be Goldman, Sachs & Co., and the business shall be to engage (directly or through subsidiary or affiliated companies) in the financial services and securities businesses including, without limitation, investment banking, public or private finance, financial advisory services, merchant banking, asset or hedge fund management, or securities, futures, commodities, derivatives or currency brokerage sales, lending, custody, clearance settlement or trading in any place in the world and such other activities as LLC may determine, foreign and domestic exchange and investments of all kinds, and acting as broker in the buying and selling of real estate or interests therein.